

CytoGenix, Inc.

**CORPORATE GOVERNANCE AND ADMINISTRATION
CORPORATE GOVERNANCE GUIDELINES**

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CytoGenix, Inc.

CORPORATE GOVERNANCE AND ADMINISTRATION CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of CytoGenix, Inc. ("Company") is elected by the stockholders to govern the affairs of the Company. The Board selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor to senior management and monitors its performance. It reviews the Company's strategies, financial objectives and operating plans. The Board also plans for management succession of the Chief Executive Officer, as well as other senior management positions.

To help discharge its responsibilities, the Board of Directors has adopted the following guidelines on significant corporate governance issues.

I. SIZE, COMPOSITION, AND INDEPENDENCE OF THE BOARD

A. Size of the Board

The Board presently has five (5) members. The Board periodically reviews the size of the Board and determines whether any changes are appropriate, although it is the sense of the Board that a board of seven (7) to nine (9) members is about right. The Board should contain an odd number of members. However, the Board would be willing to increase the size of the Board in order to accommodate the availability of an outstanding candidate.

B. Membership Qualifications and Board Balance

The Board, with input from the Committee on Directors and Governance, is responsible for periodically determining the appropriate skills, perspectives, experiences, and characteristics required of Board candidates, taking into account the Company's needs and current make-up of the Board. This assessment should include knowledge, experience, and skills in areas critical to understanding the Company and its business; personal characteristics, such as integrity and judgment; and candidates' commitments to the boards of other publicly-held companies. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Director and that he or she devotes the time necessary to discharge his or her duties as a Director.

The Committee on Directors and Governance is responsible for periodically reviewing and modifying, as appropriate, these qualification guidelines. The Board believes the qualification guidelines included as Exhibit A are currently appropriate, but it may change these guidelines as the Company's and Board's needs warrant.

C. Director Selection

The Board is responsible for selecting its members and nominating them for election by the stockholders and for filling vacancies on the Board. The Corporate Governance Committee will recommend to the Board nominees for election, including, as appropriate, incumbent Directors for re-election. In selecting individuals for nomination, the Committee will seek the input of the Chairperson of the Board and Chief Executive Officer and will evaluate candidates using the qualification guidelines included as Exhibit 1, as they may be supplemented by the Committee on Directors and Governance. Once a candidate is selected to join the Board, the Chairperson of the Board and/or the Chair of the Corporate Governance Committee will extend the invitation to join the Board on the Board's behalf.

D. Majority of Independent Directors

As a matter of policy, the Board believes that a substantial majority of the Directors should be independent. The Board adopts the definition of independence described in Exhibit 2 to these Guidelines. The Board may amend this definition in the future; if it does, it will disclose the revised definition. On an annual basis, with input and a recommendation from the Corporate Governance Committee, the Board will determine whether each outside Director meets the definition of independence and will disclose its determination.

E. Term Limits

The Board does not believe it should establish term limits. While term limits could help ensure fresh ideas, they also would force the Board to lose the contributions of Directors who have developed experience and insight into the Company. This experience, insight and continuity of Directors is an advantage, not a disadvantage. As an alternative to term limits, the Committee on Directors and Governance will review a Director's continuation on the Board whenever the Director experiences a change in professional responsibilities, as a way to assure that the Director's skills and experience continue to match the needs of the Board. In addition, in connection with nomination of the slate of Directors that the Board proposes for election by stockholders each year, the Corporate Governance Committee will consider re-nominated Directors' continuation on the Board and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas. An individual Director's re-nomination is dependent upon a performance assessment and suitability review conducted by the Corporate Governance Committee. The performance assessment will take into account the Director's participation in and contribution to the activities of the Board.

F. Retirement Age

The Board believes that the Directors should have the right to evaluate the needs of the Company on an annual basis with respect to requiring the retirement of any Director from the Board following the Director's 75th birthday. Such evaluation and determination shall occur at the first annual meeting of the Board, and if retirement is found to be appropriate, said retiring Director shall step down in a timely manner according to a time frame to be set by the Board upon such determination.

G. Change in Professional Responsibilities

It is the view of the Board that each Director who experiences a change in his or her business or professional affiliation or responsibilities should bring this change to the attention of the Board and should offer to resign. The Board does not believe that each Director who retires or has a change in position or responsibilities should necessarily leave the Board. The Corporate Governance Committee will, however, review the continued appropriateness of Board membership under these circumstances and make a recommendation to the Board.

This same guideline applies to any inside Directors, including the Chief Executive Officer of the Company, in the event he or she no longer serves in that position. A former Chief Executive Officer serving on the Board will be considered an inside Director.

H. Conflicts of Interest

The Board determines on a case-by-case basis whether a conflict of interest exists. Each Director will advise the Board of any situation that could potentially be a conflict of interest and will not vote on an issue in which he or she has an interest.

I. Term of Service

Directors serve for three years after election by shareholders. The Board may select a new Director to serve out the unexpired term of a Director who may resign or die in mid-service. Board service is staggered so that all terms do not run concurrently and approximately one-third of the directors are to be elected each year.

II. SELECTION OF BOARD LEADERSHIP

The Board may select, as it deems best for the Company, the Chairperson of the Board. The Board therefore does not have a guideline on whether the role of the Chairperson of the Board should be held by a non-employee Director.

III. BOARD ROLES AND RESPONSIBILITIES

A. Authorization Guidelines

Consistent with the Board's power to delegate to management the day-to-day operations of the Company's business, the Board believes that the allocation of responsibilities and authority currently in place is appropriate, although the Board may alter the authorizations in the future.

B. Assessing the Board's Performance

The Board believes that annual evaluations of the overall performance of the Board should be conducted. This is best accomplished, in the Board's view, by the entire Board under the leadership of the Chair of the Corporate Governance Committee. The Corporate Governance Committee, with input from the other Directors, is responsible for determining the performance criteria and process to be used for the evaluation and for conducting the evaluation. The purpose of these evaluations is to enhance the effectiveness of the Board as a whole. Additionally, each Committee of the Board will conduct an annual evaluation of its performance and report the results of the evaluation to the Chair of the Corporate Governance Committee.

The performance of individual Directors will be assessed by the Corporate Governance Committee when a Director is being considered for re-nomination and when a Director offers to resign due to a change in professional responsibilities. The Corporate Governance Committee will choose the method and criteria for these assessments. If, at any time, the Board determines that an individual Director is not meeting the established performance standards and qualification guidelines, or his or her actions reflect poorly upon the Board and the Company, the Board may request the resignation of the non-performing Director.

C. Oversight of Management Evaluation

The Compensation Committee, or in the event there is no Compensation Committee the Corporate Governance Committee, will have oversight of the performance evaluations of the Company's executive officers, including the Chief Executive Officer.

D. Evaluating the CEO's Performance

The Board will review the performance of the Chief Executive Officer at least annually, and shall occur prior to the first meeting of the full Board at the beginning of each fiscal year. This evaluation will be conducted by the Compensation Committee, under the leadership of the Committee Chair. The evaluation criteria and the results of the evaluation will be discussed by the Committee with the entire Board in an

executive session without the presence of any inside Directors. The Board will consider whether the Chief Executive Officer is providing the best leadership for the Company in the long- and short-term. The results of the review and evaluation will be communicated to the Chief Executive Officer by the Chair of the Committee. The Board, in its discretion, may conduct this evaluation in conjunction with the Committee's annual review and setting of the Chief Executive Officer's compensation. The Committee will use the evaluation results in establishing compensation of the Chief Executive Officer, with a portion of his or her compensation to be tied to performance.

E. Succession Planning and Leadership Development

Each year, the Chief Executive Officer will report to the Compensation Committee on succession planning and his or her recommendation as to a potential successor, along with a review of any development plans recommended for such individuals. The Committee will make an annual report to the Board on succession planning, and the Board will work with the Committee to nominate and evaluate potential successors to the Chief Executive Officer. When the Committee and the Board review management succession plans for the Chief Executive Officer, they will consider succession in the event of an emergency or retirement of the Chief Executive Officer. In addition, the Committee, with input from the Chief Executive Officer and other members of management as appropriate, will review annually the Company's program for management development and succession planning for executive officers other than the Chief Executive Officer. The Board will also review succession candidates for executive officers other than the Chief Executive Officer and other senior managers as it deems appropriate.

F. Strategic and Operating Plans

At least once a year, the Board will review the Company's strategy and operating plans and provide input to management. The review of the Company's strategic plan ordinarily will occur at the Board's September meeting, and the review of the Company's financial and capital plans ordinarily will take place at the January meeting. The Board will regularly monitor the Company's performance with respect to these plans.

G. Board Interaction with Investors, Press and Customers

The Board believes that management generally should speak for the Company. Individual Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Directors would do this with the knowledge of management and, absent unusual circumstances or as contemplated by any Committee charter, only at the request of management.

IV. DIRECTOR COMPENSATION AND STOCK OWNERSHIP

A. Compensation Philosophy

The Board believes that only cash and equity compensation should be provided to non-employee Directors and that at least fifty percent of a Director's total compensation should be provided in equity, *e.g.*, stock options, stock grants or other awards of stock or stock units. Further, the Board believes that the different components of Director compensation should be disclosed in the Company's annual proxy statement. The Corporate Governance Committee will periodically review the principles for director compensation.

B. Setting of Compensation

The Corporate Governance Committee will annually review market data for Director compensation to ensure that the compensation is reasonable and competitive in relation to other similar companies. The Committee should recommend to the full Board whether any changes in the compensation package are desirable, with the full Board to discuss and approve any recommendations. The Committee will take into

consideration that Directors' independence may be jeopardized if director compensation exceeds customary levels or if Directors receive indirect compensation.

V. DIRECTOR DEVELOPMENT

A. New Director Orientation

The Company has an orientation process for new Directors that includes background material, visits to Company facilities, and meetings with senior management to familiarize the Directors with the Company's strategic and operating plans, key issues, corporate governance, Code of Business Conduct and Ethics, and the senior management team. All other Directors are invited to attend any orientation program. In addition, new members to a Committee will be provided information relevant to the Committee and its roles and responsibilities.

B. Continuing Director Education

The Board believes it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company will provide appropriate funding for these programs. In addition, Directors will receive periodic reviews of the Company's business and visit Company facilities as part of their ongoing review of the Company and its operations.

VI. MEETINGS

A. Preparation and Attendance

Directors are expected to attend Board meetings and meetings of Committees on which they serve, and to spend the time needed as necessary to prepare for such meetings and to properly discharge their responsibilities.

B. Frequency and Length of Meetings

The Board, at the beginning of each year, will determine the frequency of meetings, taking into consideration the recommendations of management and Board members. The Board believes that five to six regular meetings a year are appropriate, however, the Board and each Committee will meet as frequently as needed for the Directors to properly discharge their responsibilities. The Chairperson of the Board will determine the place, time, and length of meetings and may, depending upon the circumstances, call additional Board meetings.

C. Meeting Agenda

The Chairperson of the Board, in consultation with the Chief Executive Officer (if not also the Chairperson) will annually prepare a master agenda. The master agenda will set forth a general agenda of items to be considered by the Board at each of its specified meetings during the year (to the extent this can be foreseen) and will be provided to the entire Board. Thereafter, the Chairperson of the Board will establish the agenda for each Board meeting, with each Director being free to suggest items for inclusion on the agenda and to be raised for discussion and/or consideration at any Board meeting.

D. Meeting Materials

Meeting materials, including presentations on specific subjects, will be sent to the Directors in advance, except where the subject matter is too sensitive to be put on paper. The meeting materials should be as brief

as possible while still providing the necessary information. Where feasible, the materials will be mailed one week in advance, so as to give the Directors a weekend over which to review the materials.

E. Attendance of Non-Directors at Meetings

Non-Directors will attend each meeting at the invitation of the Chairperson of the Board. It is anticipated that the Chief Executive Officer, the Secretary, and Chief Operating Officer, if any, of the Company will attend each meeting, except for that portion of the meeting held in executive session. The Board encourages the Chief Executive Officer to bring managers into Board meetings who can provide additional insight into items being discussed or who have future potential that the Chief Executive Officer believes should be given exposure to the Board.

F. Board Access to Senior Management and Information

Directors have full and free access to the Company's management and external advisors, and the Board meets regularly with senior management. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the Company's business operations and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a Director and an officer or employee of the Company.

G. Board Access to Independent Advisors

The Board and each Committee has the power to hire, at its discretion, independent legal, financial or other advisors as they may deem necessary to support it in fulfilling its responsibilities, without consulting with or obtaining the approval of any officer of the Company in advance.

H. Executive Sessions

The Board will conduct an executive session of only independent Directors at each regularly scheduled Board meeting, with one meeting dedicated to the evaluation of the Chief Executive Officer. Independent Directors may hold additional executive sessions from time to time, with or without the Chief Executive Officer and Chairperson of the Board present, as desired. The format of these meetings will include a discussion afterwards by the presiding Director of the executive session with the Chief Executive Officer and Chairperson. Each year the Board, based on the recommendation of the Corporate Governance Committee, will determine who will preside at the executive sessions of independent Directors. The Board will communicate to stockholders, via the proxy statement, as to whom the presiding Director will be for the year.

VII. COMMITTEES

A. Number of Committees

Currently there is a "Corporate Governance Committee" comprised solely of independent Directors, which governs Company governance matters in addition to the issues typically governed by separate "Board Ethics", "Audit", and "Compensation" committees. The Board believes the current committee structure is appropriate until more Directors are appointed whereupon additional committees may be formed. The formation and disbandment of new committees shall be at the discretion of the full Board.

B. Assignment of Committee Members

The Board appoints members of the Committees on an annual basis at the first meeting of each fiscal year. The Corporate Governance Committee, with consideration of the desires of individual Directors and

input from the Chief Executive Officer and Chairperson of the Board, will recommend to the Board the assignment of Directors to various Committees. Vacancies in the Committees will be filled by the Board, upon the recommendation of the Corporate Governance Committee, with input from the Chief Executive Officer and Chairperson of the Board. In making assignments to the Committees, only independent Directors may serve on the Audit Committee, the Compensation Committee, or the Committee on Directors and Governance, and at least one member of the Audit Committee must have accounting or financial management experience, as defined by the U.S. Securities and Exchange Commission rules or as required under applicable listing requirements. Additionally, a member of the Audit Committee may not sit on more than two other Audit Committees of other public companies, unless the Board determines that such commitments would not impair his or her effective service to the Company.

The Corporate Governance Committee and the Board will take into account tenure on a Committee and give consideration to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

C. Committee Charters and Authority

Corporate Governance Committee has approved a written charter, which has also been approved by the Board. The charter may delegate, as appropriate, certain responsibilities to the Committee. Unless delegated to the Committee either in the Charter, the Bylaws or a resolution of the Board, each committee shall make recommendations to the Board and the Board will consider and approve the recommendations. Committee charters may be changed from time to time by approval of the committee and the Board.

D. Committee Agendas

At the beginning of each calendar year, appropriate members of management will recommend the Committee's planning agenda for the year to the committee chair. Once approved, management will issue a schedule of agenda items for the year, to the degree they can be foreseen, and this schedule will be shared with the Board. Specific agenda items for each committee meeting will be approved by the chair of the committee in consultation with appropriate members of management.

E. Frequency and Length of Committee Meetings

The committee chair, in consultation with appropriate members of management, will determine the frequency and length of committee meetings.

F. Executive Sessions

Each committee will meet in executive sessions as circumstances warrant. At the Committee's discretion, outside advisors or members of management may meet with the committee during these executive sessions.

VIII. AMENDMENT AND INTERPRETATION

These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Nevada, or the Company's Charter or Bylaws or any committee charter reviewed and approved by the Board. The Guidelines are subject to modification from time to time by the Board.

EXHIBIT 1
DIRECTOR QUALIFICATION GUIDELINES

The Board of Directors of CytoGenix, Inc., or any of its Committees, in considering qualifications of Directors standing for re-election and candidates for Board membership will consider the following factors, in addition to those other factors it may deem relevant:

1. Strong management experience, ideally with major public companies having successful multinational operations.
2. Other areas of expertise or experience which are desirable given the Company's business and the current make-up of the Board, such as expertise or experience in: biotechnology/pharmaceutical industry, business, manufacturing, international, financial or investment banking, scientific research and development, senior level government experience, and academic administration or teaching.
3. Desirability of range in age, so that retirements are staggered to permit replacement of Directors of desired skills and experience in a way that will permit appropriate continuity of Board members.
4. Independence, as defined by the Board.
5. Diversity of perspectives brought to the Board by individual members.
6. Knowledge and skills in accounting and finance, business judgment, general management practices, crisis response and management, industry knowledge, international markets, leadership, and strategic planning.
7. Personal characteristics matching the Company's values, such as integrity, accountability, financial literacy, and high performance standards.
8. Additional characteristics, such as:
 - Willingness to commit the time required to fully discharge their responsibilities to the Board, including the time to prepare for Board and Committee meetings by reviewing the material supplied before each meeting;
 - Commitment to attend a minimum of 75% of meetings;
 - Ability and willingness to represent the stockholders' long- and short-term interests;
 - Awareness of the Company's responsibilities to its customers, employees, suppliers, regulatory bodies, and the communities in which it operates; and
 - Willingness to advance their opinions, but once a decision is made by a majority of the Board, a willingness to support the majority decision assuming questions of ethics or propriety are not involved.
9. The number of commitments to other entities, with one of the more important factors being the number of other public-company boards on which the individual serves.

EXHIBIT 2
DIRECTOR INDEPENDENCE

The Board of Directors of CytoGenix, Inc. shall determine whether a Director will be considered an independent Director, taking into account the following factors, in addition to those other factors it may deem relevant:

- Has not been an employee of the Company or any of its affiliates, or affiliated with the Company, within the past five years;
- Has not been affiliated with or an employee of the Company's present or former independent auditors or its affiliates for at least five years after the end of such affiliation or auditing relationship;
- Is not a paid advisor, service provider or consultant to the Company or any of its affiliates or an executive officer of the Company or is not an employee or owner of a firm that is such a paid advisor, service provider or consultant;
- Does not, directly or indirectly, have a material relationship (such as being an executive officer, director, partner, or significant stockholder) with a significant customer or supplier of the Company;
- Is not an executive officer or director of a foundation, university or other non-profit entity receiving significant contributions from the Company;
- Is not part of an interlocking directorate in which the CEO or other executive officer of the Company serves on the board of directors of another corporation that currently employs the Director;
- Does not receive compensation, consulting, advisory or other fees from the Company, other than Director compensation and expense reimbursement; and
- Is not, and has not been for the past five years, a member of the immediate family of (i) an officer of the Company, (ii) an individual affiliated with or an employee of the Company's present or former independent auditors or its affiliates, (iii) an individual who is part of an interlocking directorate as described above, or (iv) any Director who is not considered an independent Director.

December 2007, Amended April 2008